

# **EXHIBIT B**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re : Chapter 11  
:   
TSG Group, Inc. (f/k/a The SCO Group, : Case No. 07-11337 (KG)  
Inc.), *et al.*,<sup>1</sup> :   
Debtors. : (Jointly Administered)  
Re: Dkt. No. 1395

ORDER GRANTING STIPULATION AND ORDER  
MODIFYING THE AUTOMATIC STAY

This matter coming on a certification of counsel regarding a certain Stipulation and Order  
Modifying the Automatic Stay (the “**Stipulation**”), IT IS HEREBY ORDERED:

1. The Stipulation attached hereto as **Exhibit “1”** is approved.
2. The automatic stay is modified as set forth in the Stipulation.
3. This Court shall retain jurisdiction to resolve any and all disputes arising from or  
related to this Order.

Dated: February 17, 2012  
Wilmington, Delaware

  
\_\_\_\_\_  
THE HONORABLE KEVIN GROSS  
UNITED STATES CHIEF BANKRUPTCY JUDGE

<sup>1</sup> The Debtors and the last four digits of each of the Debtors’ federal tax identification numbers are as follows: (a) TSG Group, Inc. [f/k/a The SCO Group, Inc.], a Delaware corporation, Fed. Tax Id. #2823; and (b) TSG Operations, Inc. [f/k/a SCO Operations, Inc.], a Delaware corporation, Fed. Tax Id. #7393.

## **EXHIBIT 1**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

TSG Group, Inc. (f/k/a The SCO Group, Inc.), *et al.*,

Debtors.

Chapter 11

Case No. 07-11337 (KG)

(Jointly Administered)

**STIPULATION AND ORDER MODIFYING THE AUTOMATIC STAY**

Edward N. Cahn, Esq., in his capacity as Chapter 11 Trustee to the above-captioned Debtors, (the “**Trustee**”) and International Business Machines Corporation (“**IBM**” and together with the Trustee, the “**Parties**”) enter into this Stipulation and Order (the “**Stipulation**”) and represent and agree as follows:

**RECITALS**

A. Before the commencement of these cases, on March 6, 2003, Caldera Systems, Inc. d/b/a The SCO Group (n/k/a TSG GROUP, Inc.) (“**SCO**”) commenced an action against IBM now pending before the United States District Court for the District of Utah (the “**District Court**”), Case No. 2:03-CV-0294 (the “**Utah Action**”). In response, IBM asserted various counterclaims against SCO (the “**Counterclaims**”).

B. On September 14, 2007, SCO filed before this Court a voluntary petition under chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

C. On September 20, 2007, the District Court entered an Order administratively and temporarily closing the case, suspending the Utah Action until such time as the case is reopened “upon motion by any party when the bankruptcy stay is lifted.” Case No. 2:03-CV-0294, Dkt. No. 1081 at 1.

D. IBM filed proof of its unsecured, unliquidated claim against SCO on April 4, 2008, identified as claim number 91 (the **"Proof of Claim"**).

E. On November 4, 2011, SCO filed a Motion before the District Court to Reopen the Case to proceed with certain of its claims against IBM (the **"Motion to Reopen the Case"**). On November 21, 2011, IBM filed a Response and on December 8, 2011 SCO filed its Reply. The Motion to Reopen the Case is currently scheduled to be heard before the District Court on April 18, 2012.

F. The Parties have agreed to enter into this Stipulation to modify the automatic stay upon the terms and conditions set forth herein.

**NOW, THEREFORE, IT IS HEREBY STIPULATED THAT:**

1. This Stipulation shall take effect only when approved by this Court. This Stipulation shall be immediately effective and shall not be stayed pursuant to Bankruptcy Rule 4001(a)(3).

2. The automatic stay imposed under section 362 of the Bankruptcy Code is modified to permit IBM (a) to defend the Utah Action and prosecute its Counterclaims against SCO and (b) to offset any judgment against it against any claim it may have against SCO; however, (i) the effect of clause (b) of this paragraph is limited solely to relief from the automatic stay; SCO shall preserve any and all defenses to setoff of any such claims that it may have, and all of IBM's claims to a right of setoff shall be preserved, and (ii) IBM shall not seek to enforce against SCO any judgment obtained in the Utah Action, except as provided in this Stipulation.

3. Neither this Stipulation nor any terms contained herein shall be offered or received in evidence or in any way referred to in any legal action or administrative proceeding

among or between the Parties, other than as may be necessary to obtain approval of, or to enforce, this Stipulation or to prove that the automatic stay under section 362 of the Bankruptcy Code has been modified to allow the Parties to proceed with the Utah Action.

4. IBM shall not oppose the reopening of the Utah Action. However, all of IBM's other objections to, and all of SCO's arguments in support of, all other relief sought in the Motion to Reopen the Case are preserved, and nothing in this Stipulation shall be construed as supporting or waiving any such other objection or argument.

5. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

6. This Stipulation may be amended or otherwise modified only by a signed writing executed by the Parties. Any such amendment or modification shall be subject to the approval of this Court.

7. This Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation, and the Parties hereby consent to such jurisdiction.

Dated: February 16, 2012

**POTTER ANDERSON & CORROON LLP**

/s/ Laurie Selber Silverstein

Laurie Selber Silverstein (DE No. 2396)

R. Stephen McNeill (DE No. 5210)

Hercules Plaza

1313 North Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

- and -

**CRAVATH, SWAINE & MOORE LLP**

Richard Levin

David R. Marriott

Worldwide Plaza

825 Eighth Avenue

New York, New York 10019

Telephone: (212) 474-1000

Facsimile: (212) 474-3700

Of Counsel:

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

Alec S. Berman

1 North Castle Drive

Armonk, New York 10504

(914) 765-1900

*Attorneys for Creditor*

*International Business Machines Corporation*

**BLANK ROME LLP**

/s/ Bonnie Glantz Fatell

Bonnie Glantz Fatell (No. 3809)

Stanley B. Tarr (No. 5535)

1201 Market Street, Suite 800

Wilmington, DE 19801

Telephone: (302) 425-6400

Facsimile: (302) 425-6464

*Counsel to Edward N. Cahn, Chapter 11 Trustee for TSG  
Group, Inc. (f/k/a The SCO Group, Inc.), et al.*